

GENIUS PROPERTIES LTD.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. – Reporting Issuer

Genius Properties Ltd. (“**Genius**”)
2735, rue Tebbutt
Trois-Rivières, Québec, G9A 5E1

Item 2. – Date of Material Change

October 28, 2015

Item 3. – Press Release

A press release with respect to the material change referred to in this report was issued through the newswire services of Marketwired on October 28, 2015.

Item 4. – Summary of Material Change

On October 28, 2015, Genius and 9191364 Canada Inc (« 9191364 ») announced that they have agreed to terminate and resolve the rollover agreement of the "Reïva" assets that was entered into in May 2015.

Item 5. – Full Description of Material Change

On October 28, 2015, Genius and 9191364 Canada Inc (« 9191364 ») agreed to terminate and resolve the rollover agreement of the "Reïva" assets that was entered into in May 2015.

9191364 surrenders and transfers to Genius for cancellation the 30 million common shares of Genius issued as consideration in the context of the agreement. Consequently, Genius shall transfer to 9191364 all assets purchased under the rollover agreement.

9191364 assumes and bears accounts payable of certain suppliers and 9191364 agrees to indemnify and save Genius harmless from any claim or damage of any kind whatsoever with respect to accounts payable directly connected to Reïva.

In addition, Genius announced that Mr. Denis Richard resigned from his position as President and Chief Executive Officer and as a director. Genius is pleased to announce the appointment of Mr. Stéphane Leblanc as President and Chief Executive Officer to replace Mr. Richard, effective immediately. Genius also announced that Mr. Guy Chamberland and Mr. Daniel Simard resigned from their duties as directors.

Following the cancellation of the 30,000,000 common shares, Genius will have 40,295,010 common shares outstanding.

Item 6. – Reliance on Section 7.1(2) of Regulation 51-102 respecting continuous disclosure obligations

N/A

Item 7. – Omitted Information

None

Item 8. – Executive Officer

The following executive officer is knowledgeable about the material change and this report:

Stéphane Leblanc
President and CEO
Tel.: (418) 717-2553

Item 9. – Date of Report

October 29, 2015